

RECORDATION NO. 19851-<sup>R</sup><sub>FILED</sub>

JAN 16 '08 -3 23 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 16, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination No. 5, dated as of January 2, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and the Board under Recordation Number 19851.

The names and addresses of the parties to the enclosed document are:

Lessor: Diamond Lease (U.S.A.), Inc.  
350 Fifth Avenue  
Empire State Building  
New York, New York 10118

Lessee: Duluth, Missabe and Iron Range Railway  
Company  
135 Jamison Lane  
Monroeville, PA 15146

Anne K. Quinlan, Esquire  
January 16, 2008  
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A description of the railroad equipment covered by the enclosed document is:

5 EMD Model SD 40-3 locomotives: DMIR 415 - DMIR 419.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination No. 5.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 16 '08

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(Equipment Lease Schedule No. 5)

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE TERMINATION NO. 5**

dated as of January 2, 2008 between **Diamond Lease (U.S.A.), Inc.** ("Diamond") and **Duluth, Missabe and Iron Range Railway Company** ("DMIR").

**WHEREAS, Helm Financial Corporation** as seller issued a Bill of Sale dated as of July 25, 1996 (the "Bill of Sale"), in favor of **Heller Financial Leasing, Inc.** ("Heller") as purchaser, covering five (5) EMD model SD40-3 six-axle 3,000 horsepower diesel-electric locomotives bearing **DMIR reporting marks and road numbers 415 to DMIR 419 inclusive** (the "Equipment No. 5");

**WHEREAS, Heller** (in respect of the Equipment No. 5 and the Lease No. 5 (as defined below)) as lessor and **DMIR** as lessee entered into: i) Master Equipment Lease Agreement dated as of December 28, 1995 (the "Master Lease"), ii) Equipment Lease Schedule No. 5 dated as of December 23, 1997 (the "Schedule No. 5") to the Master Lease and iii) Amendment to Master Equipment Lease Agreement dated as of June 12, 1996 (the "Amendment") to the Master Lease (the Master Lease (to the extent it pertains to Schedule No. 5 only), the Schedule No. 5 and the Amendment (to the extent it pertains to Schedule No. 5 only) being collectively, the "Lease No. 5");

**WHEREAS, pursuant to that certain Assignment Agreement** dated as of May 19, 1998, Heller sold and assigned to Diamond all its right, title and interest in the Lease No. 5 and the Equipment No. 5;

**WHEREAS, General Electric Capital Corporation** is the successor-in-interest to Heller ("GE");

**AND WHEREAS, i)** on December 28, 1995 at 4:35 P.M., the Master Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 19851, ii) on June 12, 1996 at 12:30 P.M., the Amendment was similarly filed and assigned recordation number 19851-C, iii) on December 23, 1997 at 12:50 P.M., the Schedule No. 5 and the Bill of Sale were similarly filed and assigned recordation numbers 19851-J and 19851-K, respectively and iv) on April 30, 2007 at 1:55 P.M., a Memorandum of Lease Assignment dated as of April 24, 2007 between GE and Diamond was similarly filed and assigned recordation number 19851-Q.

**IN WITNESS WHEREOF, Diamond and DMIR** wish to show for the public record that as of the date first above written:

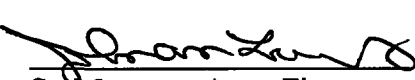
- 1) The Lease No. 5 was terminated;
- 2) Diamond sold the Equipment No. 5 to DMIR;

and accordingly, have caused this Memorandum to be executed by their officers thereunto duly authorized.

**DIAMOND LEASE (U.S.A.), INC.,**

**DULUTH, MISSABE AND IRON  
RANGE RAILWAY COMPANY,**

By:   
Its: Vice President, Manager Operations

By:   
Its: Sr. Manager, Asset Finance

STATE OF NEW YORK

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*In the matter of a Memorandum dated  
as of January 2, 2008.*

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CITY OF NEW YORK

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On this 4<sup>th</sup> day of January, 2008, before me personally appeared Meryl Feiner, to me personally known, who, being by me duly sworn, says that she is Vice President, Manager Operations of Diamond Lease (U.S.A.) that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

ROSTISLAV GERBILSKIY  
NOTARY PUBLIC, STATE OF NEW YORK  
QUALIFIED IN KINGS COUNTY  
NO. 01GE6173401  
MY COMMISSION EXPIRES 08-27-2011

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

PROVINCE OF QUEBEC

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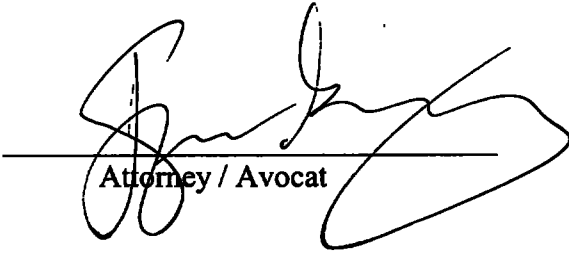
*In the matter of a Memorandum dated  
as of January 2, 2008.*

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DISTRICT OF MONTREAL

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On this 8<sup>th</sup> day of January, 2008, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Duluth, Missabe and Iron Range Railway Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney / Avocat

Bar #: 188726-2